

Hamilton, Brown & Babst, LLC

Attorneys at Law

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December 28, 2005

Kathleen Farrell
Acting Bankruptcy Clerk.
U.S. Bankruptcy Court
Southern District of New York
One Bowling Green, 6th Fl.
New York, NY 10004-11408


RE: IN RE DELPHI CORPORATION, ET AL.
CHAPTER 11
CASE NO. 05-44481 (RDD)

Dear Ms. Farrell:

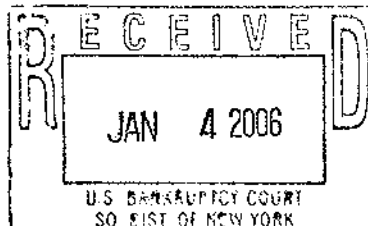
Please file the enclosed Affidavit of Legal Ordinary Course Professional into the record of the above referenced matter and, thereafter, return a date-stamped copy to my office by means of the enclosed self-addressed stamped envelope.

Very truly yours,

HAMILTON, BROWN & BABST


Charles E. Hamilton, III

CEHIII/tb
Encls.



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE

CHAPTER 11

DELPHI CORPORATION, ET AL.

CASE NO. 05-44481 (RDD)

DEBTORS

(JOINTLY ADMINISTERED)

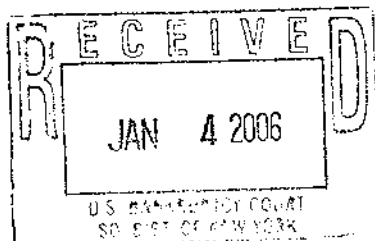
AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF LOUISIANA

PARISH OF ORLEANS

Charles E. Hamilton, III, being duly sworn, deposes and says:

1. I am a principal of Hamilton, Brown & Babst, LLC, which is the successor to Lamothe & Hamilton PLC, in the representation of Delphi Corporation and its affiliates. The facts surrounding its succession are as follows. Following the occurrence of Hurricane Katrina, one of the three directors of Lamothe & Hamilton, Frank E. Lamothe, III withdrew from Lamothe & Hamilton, PLC and removed his office from New Orleans, Louisiana to Covington, Louisiana, where he resides. The remaining attorneys of Lamothe & Hamilton formed a new firm, Hamilton, Brown & Babst, LLC and all attorneys who have performed any work for Delphi Corporation and any of its affiliates are principals in or employed by the Firm. The Firm maintains offices at Suite 2750, 601 Poydras Street, New Orleans, Louisiana 70130, the offices formerly occupied by Lamothe & Hamilton PLC.
2. Neither I, the Firm, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.



3. I, and the Firm have represented and advised the Debtors in *Gulf Coast Bank & Trust Company d/b/a Gulf Coast Business Credit v. Delphi Corporation, USDC, Eastern District of Louisiana*, No. 05-1935 "F" and with respect to a range of aspects of the Debtors' businesses implicated in that litigation.
4. The Debtors have requested, and I and the Firm have agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and I and the Firm propose, to render the following services to the Debtors: advise concerning the potential assertion of counterclaims against plaintiff gulf Coast Bank & Trust, for overbillings currently believed to equal or exceed \$1,000,000, and to advise and represent Debtor and its affiliates as necessary in the litigation.
5. The Firm's current representation is billed at hourly rates of \$230.00 and \$200.00 per hour, for attorneys, and \$70.00 per hour, for paralegals.
6. Except as set forth herein, no promises have been received by Charles E. Hamilton, III, or the Firm or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. Charles E. Hamilton, III and the Firm have no agreement with any entity to share with such entity any compensation received by them.
8. Charles E. Hamilton, III, and the Firm and its partners, auditors, and other members, may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Charles E. Hamilton, III and the Firm do not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither Charles E. Hamilton, III nor the Firm, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Charles E. Hamilton, III and the Firm are to be engaged.

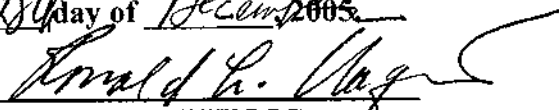
10. The foregoing constitutes the statement of Charles E. Hamilton, III and the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



CHARLES E. HAMILTON, III

Subscribed and sworn before me
this 15th day of December, 2005.



NOTARY PUBLIC
Ronald L. Naggin
Notary Public
Parish of Orleans, State of Louisiana
La. Bar Roll No. 9890
My commission is issued for life.